

United States Bankruptcy Court NORTHERN DISTRICT OF CALIFORNIA		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Round Table Pizza, Inc., a California Corporation	Name of Joint Debtor (Spouse)(Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): NONE	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc Sec or Individual-Taxpayer I D (ITIN) No /Complete EIN (if more than one, state all): 94-2601302	Last four digits of Soc Sec or Individual-Taxpayer I D (ITIN) No /Complete EIN (if more than one, state all):	
Street Address of Debtor (No & Street, City, and State): 1320 Willow Pass Road Suite 600 Concord CA	Street Address of Joint Debtor (No & Street, City, and State):	
<div style="display: flex; justify-content: space-between;"> ZIPCODE 94520 </div>	<div style="display: flex; justify-content: space-between;"> ZIPCODE </div>	
County of Residence or of the Principal Place of Business: Contra Costa	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): SAME	Mailing Address of Joint Debtor (if different from street address):	
<div style="display: flex; justify-content: space-between;"> ZIPCODE </div>	<div style="display: flex; justify-content: space-between;"> ZIPCODE </div>	
Location of Principal Assets of Business Debtor (if different from street address above): SAME	<div style="display: flex; justify-content: space-between;"> ZIPCODE </div>	
Type of Debtor (Form of organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below <hr/>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Holding Company Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose" <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b) See Official Form 3A <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only) Must attach signed application for the court's consideration See Official Form 3B		
Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).		
Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.		
Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 </div> Estimated Assets <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div> Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>		THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Round Table Pizza, Inc. , a California Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
NONE			
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor:	Case Number:	Date Filed:	
Round Table Development Company	TBD	2/9/2011	
District:	Relationship:	Judge:	
Northern District of California	Subsidiary	TBD	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under Chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) Date	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

**Round Table Pizza, Inc. ,
a California Corporation****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b)

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed name of Foreign Representative)

(Date)

Signature of Attorney***X /s/ Scott H. McNutt**

Signature of Attorney for Debtor(s)

Scott H. McNutt 104696

Printed Name of Attorney for Debtor(s)

McNutt Law Group LLP

Firm Name

188 The Embarcadero, Ste. 800

Address

San Francisco CA 94105**415-995-8475**

Telephone Number

2/ 9/2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Ted Storey

Signature of Authorized Individual

Ted Storey

Printed Name of Authorized Individual

Officer

Title of Authorized Individual

2/ 9/2011

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

ADDITIONAL PENDING BANKRUPTCY CASES FILED BY ANY SPOUSE, PARTNER OR AFFILIATE OF THIS DEBTOR

Name of Debtor: <i>The Round Table Franchise Corporation</i>	Case Number: <i>TBD</i>	Date Filed: <i>2/9/2011</i>
District: <i>Northern District of California</i>	Relationship: <i>Subsidiary</i>	Judge: <i>TBD</i>

Name of Debtor: <i>Round Table Pizza Nevada LLC</i>	Case Number: <i>TBD</i>	Date Filed: <i>2/9/2011</i>
District: <i>Northern District of California</i>	Relationship: <i>Subsidiary</i>	Judge: <i>TBD</i>

**ROUND TABLE PIZZA, INC.
CORPORATE RESOLUTIONS**

These resolutions (the "Resolutions") passed by the Board of Directors (the "Board") of ROUND TABLE PIZZA, INC., a California Corporation ("Corporation"), following a regularly noticed meeting, to be effective as of February 4, 2011, adopts as follows:

WHEREAS, the Corporation is the sole shareholder of Round Table Development Company ("RTDC"), a California corporation, and RTDC is the sole shareholder of Round Table Pizza Nevada, LLC ("RTPNV");

WHEREAS, the Corporation is the sole shareholder of Round Table Franchise Corporation ("RTFC"), a California corporation (RTDC, RTPNV, and RTFC are collectively referred to herein as the "Subsidiaries");

WHEREAS, the Board has reviewed the financial situation, prospects, assets and liabilities and the interests of creditors and equity of the Corporation and the Subsidiaries;

WHEREAS, the Corporation and the Subsidiaries are in default under the senior credit facility as obligor and guarantors, respectively;

WHEREAS, if the senior creditor facility lenders were to enforce their rights, the going-concern value of the Corporation and Subsidiaries would be destroyed, leaving little for stakeholders except for senior lenders;

WHEREAS, the Corporation and Subsidiaries are presently unable to continue operations and preserve the good will of the businesses as a going-concern without seeking protection under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") ; and

WHEREAS, it appears to the Board that it is in the best interest of the Corporation and its sole shareholder and other stakeholders to commence a case under Chapter 11 of the Bankruptcy Code for (a) the Corporation, (b) RTDC, (c) RTPNV, and (d) RTFC.

THE COMPANY

NOW, THEREFORE, BE IT

RESOLVED, that the filing by this Corporation of a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of California be, and it hereby is, authorized and approved;

RESOLVED FURTHER, that Ted Storey is appointed, authorized and directed to act as the "Responsible Individual" for the Corporation as may be required by Local Bankruptcy Rules the Northern District of California and fulfill all of the responsibilities of such position;

RESOLVED FURTHER that the Corporation is empowered and directed without further action to prepare, sign and file, or cause to be prepared, signed and filed and prosecuted, a petition for relief under Chapter 11 of the Bankruptcy Code, and all agreements, instruments and documents necessary to effect a Chapter 11 Plan and all instruments useful and necessary to the confirmation and implementation of such Plan;

BE IT FURTHER RESOLVED that the Corporation is authorized, empowered and directed to retain the McNutt Law Group LLP and St. James Law, P.C. (together "Counsel") to commence and prosecute the aforementioned Chapter 11 case and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case; and Counsel is authorized to take such actions in the bankruptcy case which Counsel, in its discretion, concludes are necessary to Counsel's and/or the Corporation's fulfillment of its fiduciary obligations in the bankruptcy case.

RESOLVED FURTHER, that the Corporation is authorized to retain on its behalf such other professionals as it deems necessary or appropriate, upon such terms and conditions as shall be approved by such managers in their reasonable discretion, to render services to this Corporation in connection with such Chapter 11 proceeding and with respect to other related matters in connection therewith; and

RESOLVED FURTHER, that the Corporation is authorized and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein.

THE SUBSIDIARIES

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation, as the sole shareholder of both RTDC and RTFC, authorizes all three Subsidiaries to file a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of California;

BE IT FURTHER RESOLVED, that the Corporation is authorized and directed to authorize, empower, and direct the Subsidiaries to appoint Ted Storey to act as the "Responsible Individual" for all three Subsidiaries as may be required by Local Bankruptcy Rules the Northern District of California and fulfill all of the responsibilities of such position;

RESOLVED FURTHER that the Corporation is authorized and directed to authorize, empower and direct the Subsidiaries to prepare, sign and file, or cause to be prepared, signed and filed and prosecuted, petitions for relief under Chapter 11 of the Bankruptcy Code for the Subsidiaries, and all agreements, instruments and documents necessary to effect Chapter 11 Plans and all instruments useful and necessary to the confirmation and implementation of such Plans;

BE IT FURTHER RESOLVED that the Corporation is authorized and directed to authorize, empower and direct the Subsidiaries to retain the McNutt Law Group LLP and St. James Law, P.C. (together "Counsel") to commence and prosecute the aforementioned Chapter 11 cases for the Subsidiaries and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the prosecution of said Chapter 11 cases; and Counsel shall be authorized to take such actions in the bankruptcy cases which Counsel, in its discretion, concludes are necessary to Counsel's and/or the Subsidiaries' fulfillment of their fiduciary obligations in the bankruptcy case;

RESOLVED FURTHER, that the Corporation is authorized and directed to authorize the Subsidiaries to retain on behalf of the Subsidiaries such other professionals as he deems necessary or appropriate, upon such terms and conditions as shall be approved by such managers in their reasonable discretion, to render services to the Subsidiaries in connection with such Chapter 11 proceedings and with respect to other related matters in connection therewith; and

RESOLVED FURTHER, that the Corporation is authorized and directed to authorize and direct the Subsidiaries to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein.

The officer signing below is authorized to act upon these resolutions.


J. Robert McCourt, President
Round Table Pizza, Inc.

Dated 2/7/11

I, Ted Storey, Secretary of Round Table Pizza, Inc., do hereby certify that the above resolutions are a true copy of the resolutions passed by the Board of Directors of Round Table Pizza, Inc. and that the signature appearing above is the genuine signature of the person authorized to act on behalf of Round Table Pizza, Inc. as set forth in said resolutions.

In Witness Whereof, I have hereunto set my hand as Secretary and affixed the seal of the Round Table Pizza, Inc. on this date.


Ted Storey, Secretary
Round Table Pizza, Inc.